Form C

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Cover Page

Name of issuer:

Revino Inc.

Legal status of issuer:

Form:

Corporation

Jurisdiction of Incorporation/Organization:

OR

Date of organization:

1/4/2021

Physical address of issuer:

307 South Edwards Street
Newberg, OR 97132

Website of issuer:

https://revinobottles.com

Name of intermediary through which the offering will be conducted:

Wefunder Portal LLC

CIK number of intermediary:

0001670254

SEC file number of intermediary:

007-00033

CRD number, if applicable, of intermediary:

283503

Amount of compensation to be paid to the intermediary, whether as a dollar amount or a percentage of the offering amount, or a good faith estimate if the exact amount is not available at the time of the filing, for conducting the offering, including the amount of referral and any other fees associated with the offering:

7.9% of the offering amount upon a successful fundraise, and be entitled to reimbursement for out-of-pocket third party expenses it pays or incurs on behalf of the Issuer in connection with the offering.

Any other direct or indirect interest in the issuer held by the intermediary, or any arrangement for the intermediary to acquire such an interest:

No

Type of security offered:

- ☐ Common Stock
- ☐ Preferred Stock
- ☐ Debt
- ☑ Other

Describe the security offered:

Simple Agreement for Future Equity (SAFE)

Target number of securities to be offered:

10,000

Price:

$1.00

Method for determining price:

Pro-rated portion of the total principal value of $10,000; interests will be sold in increments of $1; each investment is convertible to one

share of stock as described under Item 13.

Target offering amount:

$10,000.00

Oversubscriptions accepted:

- ☑ Yes
- ☐ No

Disclose how oversubscriptions will be allocated:

- ☐ Pro-rata basis
- ☐ First-come, first-served basis
- ☑ Other

Describe how oversubscriptions will be allocated:

As determined by the issuer

Maximum offering amount (if different from target offering amount):

$1,235,000.00

Deadline to reach the target offering amount:

11/28/2027

NOTE: If the sum of the investment commitments does not equal or exceed the target offering amount at the offering deadline, no securities will be sold in the offering, investment commitments will be canceled and committed funds will be returned.

Current number of employees:

3

	Most recent fiscal year-end:	Prior fiscal year-end:
Total Assets:	$502,384.00	$468,324.00
Cash & Cash Equivalents:	$49,076.00	$5,556.00
Accounts Receivable:	$6,885.00	$9,860.00
Current Liabilities:	$531,148.00	$45,982.00
Non-Current Liabilities:	$250,000.00	$457,160.00
Revenues/Sales:	$64,482.00	$97,446.00
Cost of Goods Sold:	$13,831.00	$2,028.00
Taxes Paid:	$0.00	$160.00
Net Income:	($243,946.00)	($97,007.00)

Select the jurisdictions in which the issuer intends to offer the securities:

AL, AK, AZ, AR, CA, CO, CT, DE, DC, FL, GA, HI, ID, IL, IN, IA, KS, KY, LA, ME, MD, MA, MI, MN, MS, MO, MT, NE, NV, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, RI, SC, SD, TN, TX, UT, VT, VA, WA, WV, WI, WY, B5, GU, PR, VI, 1V

Offering Statement

Respond to each question in each paragraph of this part. Set forth each question and any notes, but not any instructions thereto, in their entirety. If disclosure in response to any question is responsive to one or more other questions, it is not necessary to repeat the disclosure. If a question or series of questions is inapplicable or the response is available elsewhere in the Form, either state that it is inapplicable, include a cross-reference to the responsive disclosure, or omit the question or series of questions.

Be very careful and precise in answering all questions. Give full and complete answers so that they are not misleading under the circumstances involved. Do not discuss any future performance or other anticipated event unless you have a reasonable basis to believe that it will actually occur within the foreseeable future. If any answer requiring significant information is materially inaccurate, incomplete or misleading, the Company, its management and principal shareholders may be liable to investors based on that information.

THE COMPANY

1. Name of issuer:

Revino Inc.

COMPANY ELIGIBILITY

2. ☑ Check this box to certify that all of the following statements are true for the issuer.

- Organized under, and subject to, the laws of a State or territory of the United States or the District of Columbia.
- Not subject to the requirement to file reports pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934.
- Not an investment company registered or required to be registered under the Investment Company Act of 1940.

- Not ineligible to rely on this exemption under Section 4(a)(6) of the Securities Act as a result of a disqualification specified in Rule 503(a) of Regulation Crowdfunding.
- Has filed with the Commission and provided to investors, to the extent required, the ongoing annual reports required by Regulation Crowdfunding during the two years immediately preceding the filing of this offering statement (or for such shorter period that the issuer was required to file such reports).
- Not a development stage company that (a) has no specific business plan or (b) has indicated that its business plan is to engage in a merger or acquisition with an unidentified company or companies.

3. Has the issuer or any of its predecessors previously failed to comply with the ongoing reporting requirements of Rule 202 of Regulation Crowdfunding?

- ☐ Yes
- ☑ No

DIRECTORS OF THE COMPANY

4. Provide the following information about each director (and any persons occupying a similar status or performing a similar function) of the issuer.

Director	Principal Occupation	Main Employer	Year Joined
Adam Rack	Board Secretary	Revino	2022
Keenan O'Hern	President	Revino	2021
Callie Edwards	Co-Founder & Reuse Development Director	Revino	2024

For three years of business experience, refer to Appendix D: Director & Officer Work History.

OFFICERS OF THE COMPANY

5. Provide the following information about each officer (and any persons occupying a similar status or performing a similar function) of the issuer.

Officer	Positions Held	Year Joined
Adam Rack	Secretary	2022
Keenan O'Hern	President, CEO	2021
Callie Edwards	Co-founder & Reuse Development Director	2024

For three years of business experience, refer to Appendix D: Director & Officer Work History.

PRINCIPAL SECURITY HOLDERS

6. Provide the name and ownership level of each person, as of the most recent practicable date, who is the beneficial owner of 20 percent or more of the issuer's outstanding voting equity securities, calculated on the basis of voting power.

Name of Holder	% of Voting Power Prior to Offering
Adam Rack	20%+
Keenan O'Hern	20%+

Business and Anticipated Business Plan

7. Describe in detail the business of the issuer and the anticipated business plan of the issuer.

Please review your Wefunder profile carefully to ensure it provides all material information, is not false or misleading, and does not omit any information that would cause the information included to be false or misleading.

For a description of our business and our business plan, please refer to the attached Appendix A, Business Description & Plan.

RISK FACTORS

8. Discuss the material factors that make an investment in the issuer speculative or risky:

A crowdfunding investment involves risk. Investors should not invest any funds unless they can afford to lose the entire investment.

In making an investment decision, investors must rely on their own examination of the issuer and the terms of the offering, including the merits and risks involved. These securities have not been recommended or approved by any federal or state securities commission or regulatory authority. Furthermore, these authorities have not passed upon the accuracy or adequacy of this document.

The U.S. Securities and Exchange Commission does not pass upon the merits of any securities offered or the terms of the offering, nor does it pass upon the accuracy or completeness of any offering document or literature.

These securities are offered under an exemption from registration; however, the U.S. Securities and Exchange Commission has not made an independent determination that these securities are exempt from registration.

> The Company may never receive a future equity financing or elect to convert the Securities upon such future financing. In addition, the Company may never undergo a liquidity event such as a sale of the Company or an IPO. If neither the conversion of the Securities nor a liquidity event occurs, the Purchasers could be left holding the Securities in perpetuity. The Securities have numerous transfer restrictions and will likely be highly illiquid, with no secondary market on which to sell them. The Securities are not equity interests, have no ownership rights, have no rights to the Company's assets or profits and have no voting rights or ability to direct the Company or its actions.

In this offering, the founder of Revino has designated themselves as the lead investor who will sign documents and make decisions on behalf of all investors participating through the special purpose vehicle (SPV) structure. This arrangement creates a substantial and inherent conflict of interest because the founder has interests both as the operator and owner of the company and as the representative of investor interests, which may not always align. As the company's founder, this individual has incentives to make decisions that benefit the company and its existing ownership, which may come at the expense of new investors. For example, the founder may have access to material non-public information about the company's financial condition, prospects, or challenges that could influence decisions made on behalf of investors. The founder may also face conflicts when negotiating terms of future financings, liquidity events, or other corporate actions where the interests of the company and its investors diverge. Investors in this offering will have no independent third-party advocate representing their interests, and they will have limited ability to challenge decisions made by the founder in their capacity as investor representative. This structure provides investors with less protection than they would have with an independent investor representative and increases the risk that investor interests may be subordinated to the interests of the company and its founders.

Revino Inc. was incorporated in 2021 and has a limited operating history upon which investors can evaluate our business and prospects. While we have established relationships with beverage producers and return sites, we have not yet operated our washing facility at full capacity or demonstrated that our reusable bottle system can achieve profitability at scale. Our business model depends on achieving sufficient volume throughput to cover the fixed costs of washing infrastructure, bottle inventory, and logistics operations. There is no assurance that we will achieve the operational efficiency, pricing structure, or market penetration necessary to become profitable. If we are unable to demonstrate economic viability, we may be forced to significantly modify our business model, seek additional capital on unfavorable terms, or cease operations entirely.

We currently employ only three individuals who are responsible for all aspects of our business operations, including facility management, customer relationships, logistics coordination, and strategic planning. Our success depends heavily on the continued service and performance of these key personnel, who possess specialized knowledge of our operations, industry relationships, and the technical aspects of our reusable bottle system. The loss of any of these individuals would be difficult to replace given our limited resources and the specialized nature of our business. We do not maintain key person life insurance on any of our employees. If we lose the services of one or more key personnel and are unable to find suitable replacements quickly, our ability to operate the washing facility, maintain customer relationships, and execute our growth plans could be materially and adversely affected.

The success of our reusable bottle ecosystem depends on achieving and maintaining a critical mass of beverage producers who adopt our standardized bottles and a sufficient network of return sites where consumers can return empty bottles. Our business model relies on network effects—the value to each participant increases as more producers and return sites join the system. If we fail to attract or retain a sufficient number of participating producers, the convenience and economic benefits of our system diminish, which could lead to further attrition and create a negative feedback loop. Similarly, if our return site network is not sufficiently dense or convenient for consumers, return rates may be too low to sustain operations. We currently operate primarily in the Pacific Northwest with over one hundred return sites, but there is no assurance that we can maintain or expand this network, or that participation rates will be sufficient to support our operational costs and growth plans.

Our business model requires beverage producers, particularly wineries and other beverage companies, to make a significant operational change by abandoning single-use packaging in favor of our reusable bottle system. This transition requires producers to modify their bottling processes, accept standardized bottle designs rather than custom packaging, educate their customers about the return process, and potentially alter their brand presentation. Many producers have longstanding relationships with traditional packaging suppliers and may be reluctant to change due to perceived risks, upfront costs, operational complexity, or concerns about consumer acceptance. Even producers who express interest in sustainability may not follow through with adoption, or may discontinue use of our system if they encounter operational challenges or customer resistance. If we cannot convince a sufficient number of producers to adopt and continue using our system, our revenue will be insufficient to support our operations and growth plans.

Our business model requires substantial upfront capital investment in reusable bottle inventory, commercial washing equipment, facility buildout, and logistics infrastructure. We must purchase and maintain a large inventory of bottles that circulate through our system, invest in specialized washing and sanitization equipment that meets beverage industry standards, and develop or lease facilities capable of handling our washing operations. These capital requirements create significant financial risk, particularly during our growth phase when we are building capacity ahead of revenue. The funds raised in this offering are intended to bring our Oregon washing facility to full-scale capacity, but there is no assurance that the facility will operate as efficiently as projected or that demand will materialize at the levels we anticipate. If our capital investments do not generate the expected returns, or if we encounter unexpected costs in facility buildout or equipment installation, our financial position could be materially harmed and we may be unable to achieve profitability.

Our business depends on successfully managing a complex reverse logistics system that involves collecting empty bottles from numerous return sites, transporting them to our washing facilities, cleaning and sanitizing them to beverage industry standards, and redistributing clean bottles to producers. This system requires coordination among multiple parties including consumers, return site operators, transportation providers, and beverage producers. Operational challenges at any point in this chain—including transportation delays, equipment breakdowns, quality control failures, contamination issues, or breakage during handling—could disrupt our operations and damage customer relationships. Our washing operations must meet stringent cleanliness and sanitization standards required by the beverage industry, and any failure to meet these standards could result in rejected bottles, production delays for our customers, or potential health and safety issues. As we scale operations, these logistical complexities will increase, and we may encounter unforeseen operational challenges that increase costs or reduce efficiency.

Our current operations and customer base are concentrated in the Pacific Northwest, which limits our addressable market and exposes us to regional risks. While we have announced plans to expand to California with grant funding, our near-term revenue depends heavily on beverage producers in Oregon and surrounding states. This geographic concentration makes us vulnerable to regional economic downturns, changes in local consumer preferences, regional competition, or environmental events such as wildfires, droughts, or other natural disasters that could affect the beverage industry in our primary market. The Pacific Northwest wine and beverage industry may face specific challenges including climate change impacts on grape growing, shifts in tourism patterns, or regional regulatory changes that could reduce demand for our services. Our ability to expand beyond this region will require establishing new washing facilities, building new return site networks, and developing relationships with producers in new markets, all of which will require significant capital and operational resources that we may not be able to secure.

We have incurred losses since our inception and expect to continue incurring losses for the foreseeable future as we invest in facility

buildout, equipment installation, and operational scaling. Our path to profitability depends on achieving sufficient volume throughput at our washing facilities to cover our fixed costs while maintaining pricing that is attractive to beverage producers. We face the challenge of ramping up operations while managing working capital constraints, and we may need to operate at a loss during the period when we are building capacity and market penetration. Even if we achieve our planned facility capacity, there is no assurance that our revenue will be sufficient to cover our operating expenses, debt service obligations if any, and capital requirements. If we are unable to achieve profitability within the timeframe anticipated by our business plan, or if we are unable to achieve profitability at all, investors may lose some or all of their investment.

The proceeds from this offering, even at the maximum amount, will not be sufficient to fund all of our capital needs and bring our business to profitability. We will need to raise additional capital to complete our facility buildout, expand our bottle inventory, establish operations in new markets, and fund working capital needs during our growth phase. While we have secured grant funding for our California facility and have raised capital to date, there is no assurance that we will be able to obtain additional financing on acceptable terms, or at all. Our ability to raise capital will depend on factors outside our control, including market conditions, investor appetite for sustainable packaging businesses, our operational performance, and competition for capital from other companies. If we are unable to raise sufficient additional capital when needed, we may be forced to delay or abandon our expansion plans, reduce our operations, or seek capital on terms that are highly dilutive to existing investors. The inability to obtain adequate financing could force us to cease operations entirely.

We intend to conduct additional equity financings to fund our operations and growth. The issuance of additional equity securities will have a dilutive effect on existing investors' ownership percentage in the company. Future investors may negotiate terms that are more favorable than those offered in this offering, including lower valuation, liquidation preferences, anti-dilution protections, or other rights that could adversely affect the rights and economic interests of investors in this offering. As we require additional capital and our negotiating position may weaken if we face financial pressure, we may be forced to accept financing terms that significantly dilute existing shareholders or grant new investors preferential rights. There is no limit on the amount of securities we may issue in the future, and substantial dilution to current investors is likely as we continue to raise capital to fund our business operations and growth.

The beverage packaging industry is dominated by large, well-established suppliers of single-use glass bottles, aluminum cans, and other packaging materials. These suppliers have longstanding relationships with beverage producers, significant economies of scale, and the financial resources to compete on price and service. They may also develop their own reusable packaging programs or partner with other reusable packaging companies to compete with our offering. Additionally, other companies and organizations are developing reusable packaging systems for the beverage industry, and some may have greater financial resources, more advanced technology, broader geographic reach, or stronger industry relationships than we do. We may also face competition from beverage producers who choose to develop their own proprietary reusable bottle systems rather than adopting our standardized approach. If we cannot compete effectively on price, convenience, service quality, or environmental benefits, producers may choose to continue using single-use packaging or adopt competing reusable systems, which would limit our growth and could make our business model unviable.

Our business model depends on consumers purchasing beverages in our reusable bottles and returning those bottles through our network of return sites. Consumer behavior is difficult to predict and may not align with our assumptions. Consumers may find the return process inconvenient, may not understand the system, may be unwilling to pay any price premium associated with reusable packaging, or may simply discard bottles rather than returning them. Low return rates would increase our costs by requiring us to continuously purchase replacement bottles, reduce the environmental benefits of our system, and potentially make our business model economically unviable. While sustainability-minded consumers may embrace reusable packaging, we cannot predict whether mainstream consumers will participate at the rates necessary for our success. Cultural preferences, convenience factors, and competing demands on consumer attention may limit adoption. If consumers do not embrace our reusable bottle system and return bottles at sufficient rates, our business will not succeed.

Our washing and sanitization operations must comply with stringent regulations established by federal agencies including the Food and Drug Administration, as well as state and local health departments, governing the cleaning and sanitization of food and beverage containers. We must maintain washing processes that meet industry standards for eliminating contaminants, bacteria, and residues, and our facilities must meet health and safety requirements for food-contact operations. We are also subject to environmental regulations governing water usage, wastewater discharge, chemical handling, and waste disposal. Additionally, our business may be affected by bottle deposit laws, extended producer responsibility regulations, and other packaging-related legislation that varies by state and locality. Compliance with these regulations requires ongoing investment in equipment, processes, training, and monitoring. Any failure to comply with applicable regulations could result in fines, penalties, mandatory operational changes, suspension of operations, or loss of necessary permits or licenses. Changes to existing regulations or the adoption of new regulations could increase our compliance costs, require modifications to our operations, or make our business model less economically viable.

Our business operates within a regulatory environment that is evolving rapidly as governments at all levels consider new approaches to reducing packaging waste and promoting circular economy principles. Changes to bottle deposit laws, the adoption of extended producer responsibility requirements that mandate producer-funded recycling or reuse systems, or other packaging-related regulations could significantly impact our business in ways that are difficult to predict. While some regulatory changes might favor reusable packaging systems and benefit our business, others might impose new costs, create competing systems, or establish requirements that are incompatible with our business model. For example, if states adopt deposit systems that favor recycling over reuse, or if regulations mandate specific bottle designs that differ from our standardized bottles, our competitive position could be undermined. We may also face increased compliance costs or operational restrictions as packaging regulations evolve. Our ability to influence regulatory developments is limited, and we may need to modify our business model or operations in response to regulatory changes, which could require significant additional investment or make our business less viable.

An investment in Revino Inc. involves a high degree of risk and should be considered only by investors who can afford the loss of their entire investment. We have a limited operating history, have not achieved profitability, face significant competition and operational challenges, and will require substantial additional capital to execute our business plan. There is no assurance that our business model will prove viable, that we will achieve our operational or financial goals, or that we will be able to continue operations. The success of our business depends on numerous factors, many of which are outside our control, including market adoption, consumer behavior, regulatory developments, and our ability to raise additional capital. Investors should not invest in these securities unless they can afford to lose their entire investment and should consider this investment as only one part of a diversified investment portfolio.

There is currently no public market for the securities being offered, and we do not expect that a public market will develop in the

There is currently no public market for the securities being offered, and we do not expect that a public market will develop in the foreseeable future. The securities have not been registered under the Securities Act of 1933 or any state securities laws, and may not be sold or transferred except in compliance with applicable federal and state securities laws, which significantly restrict transferability. Even if a purchaser is found, the securities may only be transferred in compliance with applicable securities laws, which may require registration or an available exemption. Investors should be prepared to hold these securities for an indefinite period and should not invest unless they can afford to maintain their investment without liquidity. The inability to sell these securities could be particularly problematic if an investor experiences a change in financial circumstances or if the company encounters financial difficulties.

Investors in this offering will hold a minority position in the company and will have no ability to influence or control company decisions, including decisions regarding business strategy, additional financings, sale of the company, or distributions to shareholders. The company is not subject to the reporting requirements applicable to public companies, and investors will have limited access to information about the company's operations and financial performance beyond what management chooses to provide. Unlike public company shareholders, investors will not receive regular financial reports prepared in accordance with public company standards, and will have limited ability to monitor their investment or hold management accountable. Management and existing shareholders will retain control over all decisions affecting the company, and their interests may differ from or conflict with the interests of investors in this offering. Investors will have no practical ability to protect their investment if they disagree with management decisions or if the company's performance deteriorates.

The Offering

USE OF FUNDS

9. What is the purpose of this offering?

The Company intends to use the net proceeds of this offering for working capital and general corporate purposes, which includes the specific items listed in Item 10 below. While the Company expects to use the net proceeds from the Offering in the manner described above, it cannot specify with certainty the particular uses of the net proceeds that it will receive from this Offering. Accordingly, the Company will have broad discretion in using these proceeds.

10. How does the issuer intend to use the proceeds of this offering?

If we raise: **$10,000**

Use of Proceeds: If only the minimum target amount is raised, Revino expects to use proceeds approximately as follows: 27% Campaign & Offering Costs, 50% Oregon Wash Facility Equipment Installation, 15.1% Near-Term Operational Working Capital, and 7.9% Wefunder fee and related offering expenses. Management intends to apply proceeds to these uses but may adjust allocations based on actual costs, facility timelines, and operational needs as they arise.

If we raise: **$1,235,000**

Use of Proceeds: If the maximum offering amount is raised, including any oversubscriptions, Revino expects to use proceeds approximately as follows: 4% Campaign & Offering Costs, 32% Oregon Wash Facility Full Equipment, 27% Oregon Wash Facility Buildout &, 23% Working Capital Through Production Ramp, 6.1% Bottle Inventory & Supply Chain Readiness, and 7.9% Wefunder fee and related offering expenses. Management expects to allocate proceeds as described but may adjust among categories based on facility progress, grant disbursement timing, and actual working capital requirements.

DELIVERY & CANCELLATIONS

11. How will the issuer complete the transaction and deliver securities to the investors?

Book Entry and Investment in the Co-Issuer. Investors will make their investments by investing in interests issued by one or more co-issuers, each of which is a special purpose vehicle ("SPV"). The SPV will invest all amounts it receives from investors in securities issued by the Company. Interests issued to investors by the SPV will be in book entry form. This means that the investor will not receive a certificate representing his or her investment. Each investment will be recorded in the books and records of the SPV. In addition, investors' interests in the investments will be recorded in each investor's "Portfolio" page on the Wefunder platform. All references in this Form C to an Investor's investment in the Company (or similar phrases) should be interpreted to include investments in a SPV.

12. How can an investor cancel an investment commitment?

NOTE: Investors may cancel an investment commitment until 48 hours prior to the deadline identified in these offering materials.

The intermediary will notify investors when the target offering amount has been met. If the issuer reaches the target offering amount prior to the deadline identified in the offering materials, it may close the offering early if it provides notice about the new offering deadline at least five business days prior to such new offering deadline.

If an investor does not cancel an investment commitment before the 48-hour period prior to the offering deadline, the funds will be released to the issuer upon closing of the offering and the investor will receive securities in exchange for his or her investment.

If an investor does not reconfirm his or her investment commitment after a material change is made to the offering, the investor's investment commitment will be canceled and the committed funds will be returned.

An Investor's right to cancel. An Investor may cancel his or her investment commitment at any time until 48 hours prior to the offering deadline.

If there is a material change to the terms of the offering or the information provided to the Investor about the offering and/or the Company, the Investor will be provided notice of the change and must re-confirm his or her investment commitment within five business days of receipt of the notice. If the Investor does not reconfirm, he or she will receive notifications disclosing that the commitment was cancelled, the reason for the cancellation, and the refund amount that the investor is required to receive. If a material change occurs within five business days of the maximum number of days the offering is to remain open, the offering will be extended to allow for a period of five business days for the investor to reconfirm.

If the Investor cancels his or her investment commitment during the period when cancellation is permissible, or does not reconfirm a commitment in the case of a material change to the investment, or the offering does not close, all of the Investor's funds will be returned within five business days.

Within five business days of cancellation of an offering by the Company, the Company will give each investor notification of the cancellation, disclose the reason for the cancellation, identify the refund amount the Investor will receive, and refund the Investor's funds.

The Company's right to cancel. The Investment Agreement you will execute with us provides the Company the right to cancel for any reason before the offering deadline.

If the sum of the investment commitments from all investors does not equal or exceed the target offering amount at the time of the offering deadline, no securities will be sold in the offering, investment commitments will be cancelled and committed funds will be returned.

Ownership and Capital Structure

THE OFFERING

13. Describe the terms of the securities being offered.

To view a copy of the SAFE you will purchase, please see Appendix B, Investor Contracts. The main terms of the SAFEs are provided below.

The SAFEs. We are offering securities in the form of a Simple Agreement for Future Equity ("SAFE"), which provides Investors the right to **Preferred Stock** in the Company (**"Preferred Stock"**), when and if the Company sponsors an equity offering that involves **Preferred Stock**, on the standard terms offered to other Investors.

Conversion to Preferred Equity. Based on our SAFEs, when we engage in an offering of equity interests involving **Preferred Stock**, **Investors will receive a number of shares of Preferred Stock** calculated using the method that results in the greater number of **Preferred Stock**:

i. the total value of the Investor's investment, divided by
   a. the price of **Preferred Stock** issued to new Investors multiplied by
   b. the **discount rate** (80%), or
ii. if the valuation for the company is more than **$12,000,000.00** (the "Valuation Cap"), the amount invested by the Investor divided by the quotient of
   a. the Valuation Cap divided by
   b. the total amount of the Company's capitalization at that time.
iii. For investors up to the first **$250,000.00** of the securities, investors will receive a valuation cap of **$10,800,000.00** and a discount rate of 80%.

Additional Terms of the Valuation Cap. For purposes of option (ii) above, the Company's capitalization calculated as of immediately prior to the Equity Financing and (without double-counting, in each case calculated on an as-converted to Common Stock basis):

- Includes all shares of Capital Stock issued and outstanding;
- Includes all Converting Securities;
- Includes all (i) issued and outstanding Options and (ii) Promised Options; and
- Includes the Unissued Option Pool, except that any increase to the Unissued Option Pool in connection with the Equity Financing shall only be included to the extent that the number of Promised Options exceeds the Unissued Option Pool prior to such increase.

Liquidity Events. If the Company has an initial public offering or is acquired by, merged with, or otherwise taken over by another company or new owners prior to Investors in the SAFEs receiving **Preferred Stock**, Investors will receive

- proceeds equal to the greater of (i) the Purchase Amount (the "Cash-Out Amount") or (ii) the amount payable on the number of shares of Common Stock equal to the Purchase Amount divided by the Liquidity Price (the "Conversion Amount")

Liquidity Priority. In a Liquidity Event or Dissolution Event, this Safe is intended to operate like standard nonparticipating Preferred Stock. The Investor's right to receive its Cash-Out Amount is:

i. Junior to payment of outstanding indebtedness and creditor claims, including contractual claims for payment and convertible promissory notes (to the extent such convertible promissory notes are not actually or notionally converted into Capital Stock);
ii. On par with payments for other Safes and/or Preferred Stock, and if the applicable Proceeds are insufficient to permit full payments to the Investor and such other Safes and/or Preferred Stock, the applicable Proceeds will be distributed pro rata to the Investor and such other Safes and/or Preferred Stock in proportion to the full payments that would otherwise be due; and
iii. Senior to payments for Common Stock.

Securities Issued by the SPV

Instead of issuing its securities directly to investors, the Company has decided to issue its securities to the SPV, which will then issue interests in the SPV to investors. The SPV is formed concurrently with the filing of the Form C. Given this, the SPV does not have any financials to report. The SPV is managed by Wefunder Admin, LLC and is a co-issuer with the Company of the securities being offered in this offering. The Company's use of the SPV is intended to allow investors in the SPV to achieve the same economic exposure, voting power, and ability to assert State and Federal law rights, and receive the same disclosures, as if they had invested directly in the Company. While the Issuer may be required to pay an annual administrative fee for the maintenance of the SPV, investors should note the Company's use of the SPV will not result in any additional fees being charged to investors.

The SPV has been organized and will be operated for the sole purpose of directly acquiring, holding and disposing of the Company's securities, will not borrow money and will use all of the proceeds from the sale of its securities solely to purchase a single class of securities of the Company. As a result, an investor investing in the Company through the SPV will have the same relationship to the Company's securities, in terms of number, denomination, type and rights, as if the investor invested directly in the Company.

Voting Rights

If the securities offered by the Company and those offered by the SPV have voting rights, those voting rights may be exercised by the investor or his or her proxy. The applicable proxy is the Lead Investor, if the Proxy (described below) is in effect.

Proxy to the Lead Investor

The SPV securities have voting rights. With respect to those voting rights, the investor and his, her, or its transferees or assignees (collectively, the "Investor"), through a power of attorney granted by Investor in the Investor Agreement, has appointed or will appoint the Lead Investor as the Investor's true and lawful proxy and attorney (the "Proxy") with the power to act alone and with full power of substitution, on behalf of the Investor to: (i) vote all securities related to the Company purchased in an offering hosted by Wefunder Portal, and (ii) execute, in connection with such voting power, any instrument or document that the Lead Investor determines is necessary and appropriate in the exercise of his or her authority. Such Proxy will be irrevocable by the Investor unless and until a successor lead investor ("Replacement Lead Investor") takes the place of the Lead Investor. Upon notice that a Replacement Lead Investor has taken the place of the Lead Investor, the Investor will have five (5) calendar days to revoke the Proxy. If the Proxy is not revoked within the 5-day time period, it shall remain in effect.

Restriction on Transferability

The SPV securities are subject to restrictions on transfer, as set forth in the Subscription Agreement and the Limited Liability Company Agreement of Wefunder SPV, LLC, and may not be transferred without the prior approval of the Company, on behalf of the SPV.

14. Do the securities offered have voting rights?

- ☐ Yes
- ☑ No

15. Are there any limitations on any voting or other rights identified above?

See the above description of the Proxy to the Lead Investor.

16. How may the terms of the securities being offered be modified?

Any provision of this Safe may be amended, waived or modified by written consent of the Company and either:

i. the Investor or

ii. the majority-in-interest of all then-outstanding Safes with the same "Post-Money Valuation Cap" and "Discount Rate" as this Safe (and Safes lacking one or both of such terms will be considered to be the same with respect to such term(s)), provided that with respect to clause (ii):

   A. the Purchase Amount may not be amended, waived or modified in this manner,

   B. the consent of the Investor and each holder of such Safes must be solicited (even if not obtained), and

   C. such amendment, waiver or modification treats all such holders in the same manner. "Majority-in-interest" refers to the holders of the applicable group of Safes whose Safes have a total Purchase Amount greater than 50% of the total Purchase Amount of all of such applicable group of Safes.

Pursuant to authorization in the Investor Agreement between each Investor and Wefunder Portal, Wefunder Portal is authorized to take the following actions with respect to the investment contract between the Company and an investor:

A. Wefunder Portal may amend the terms of an investment contract, provided that the amended terms are more favorable to the investor than the original terms; and

B. Wefunder Portal may reduce the amount of an investor's investment if the reason for the reduction is that the Company's offering is oversubscribed.

Restrictions on Transfer of the Securities Being Offered:

The securities being offered may not be transferred by any purchaser of such securities during the one year period beginning when the securities were issued, unless such securities are transferred:

1. to the issuer;
2. to an accredited investor;
3. as part of an offering registered with the U.S. Securities and Exchange Commission; or
4. to a member of the family of the purchaser or the equivalent, to a trust controlled by the purchaser, to a trust created for the benefit of a member of the family of the purchaser or the equivalent, or in connection with the death or divorce of the purchaser or other similar circumstance.

NOTE: The term "accredited investor" means any person who comes within any of the categories set forth in Rule 501(a) of Regulation D, or who the seller reasonably believes comes within any of such categories, at the time of the sale of the securities to that person.

The term "member of the family of the purchaser or the equivalent" includes a child, stepchild, grandchild, parent, stepparent, grandparent, spouse or spousal equivalent, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of the purchaser, and includes adoptive relationships. The term "spousal equivalent" means a cohabitant occupying a relationship generally equivalent to that of a spouse.

Description of Issuer's Securities

17. What other securities or classes of securities of the issuer are outstanding? Describe the material terms of any other outstanding securities or classes of securities of the issuer.

Class of Security	Authorized	Outstanding	Voting rights
Common Stock	10000000	5635000	☑

Class of Security	Total Pool
Warrants	None
Options	None

Describe any other rights:

The company has not yet authorized preferred stock, which investors in the SAFE (if converted) will receive. Preferred stock has liquidation preferences over common stock.

18. How may the rights of the securities being offered be materially limited, diluted or qualified by the rights of any other class of security identified above?

The holders of a majority-in-interest of voting rights in the Company could limit the Investor's rights in a material way. For example, those interest holders could vote to change the terms of the agreements governing the Company's operations or cause the Company to engage in additional offerings (including potentially a public offering).

These changes could result in further limitations on the voting rights the Investor will have as an owner of equity in the Company, for example by diluting those rights or limiting them to certain types of events or consents.

To the extent applicable, in cases where the rights of holders of convertible debt, SAFES, or other outstanding options or warrants are exercised, or if new awards are granted under our equity compensation plans, an Investor's interests in the Company may be diluted. This means that the pro rata portion of the Company represented by the Investor's securities will decrease, which could also diminish the Investor's voting and/or economic rights. In addition, as discussed above, if a majority-in-interest of holders of securities with voting rights cause the Company to issue additional equity, an Investor's interest will typically also be diluted.

Based on the risk that an Investor's rights could be limited, diluted or otherwise qualified, the Investor could lose all or part of his or her investment in the securities in this offering, and may never see positive returns.

Additional risks related to the rights of other security holders are discussed below, in Question 20.

19. Are there any differences not reflected above between the securities being offered and each other class of security of the issuer?

No.

20. How could the exercise of rights held by the principal shareholders identified in Question 6 above affect the purchasers of the securities being offered?

As holders of a majority-in-interest of voting rights in the Company, **the shareholders** may make decisions with which the Investor disagrees, or that negatively affect the value of the Investor's securities in the Company, and the Investor will have no recourse to change these decisions. The Investor's interests may conflict with those of other investors, and there is no guarantee that the Company will develop in a way that is optimal for or advantageous to the Investor.

For example, **the shareholders** may change the terms of the articles of incorporation for the company, change the terms of securities issued by the Company, change the management of the Company, and even force out minority holders of securities. **The shareholders** may make changes that affect the tax treatment of the Company in ways that are unfavorable to you but favorable to them. They may also vote to engage in new offerings and/or to register certain of the Company's securities in a way that negatively affects the value of the securities the Investor owns. Other holders of securities of the Company may also have access to more information than the Investor, leaving the Investor at a disadvantage with respect to any decisions regarding the securities he or she owns.

The shareholders have the right to redeem their securities at any time. **Shareholders** could decide to force the Company to redeem their **securities** at a time that is not favorable to the Investor and is damaging to the Company. Investors' exit may affect the value of the Company and/or its viability.

In cases where the rights of holders of convertible debt, SAFES, or other outstanding options or warrants are exercised, or if new awards are granted under our equity compensation plans, an Investor's interests in the Company may be diluted. This means that the pro rata portion of the Company represented by the Investor's securities will decrease, which could also diminish the Investor's voting and/or economic rights. In addition, as discussed above, if a majority-in-interest of holders of securities with voting rights cause the Company to issue additional stock, an Investor's interest will typically also be diluted.

21. How are the securities being offered being valued? Include examples of methods for how such securities may be valued by the issuer in the future, including during subsequent corporate actions.

The offering price for the securities offered pursuant to this Form C has been determined arbitrarily by the Company, and does not necessarily bear any relationship to the Company's book value, assets, earnings or other generally accepted valuation criteria. In determining the offering price, the Company did not employ investment banking firms or other outside organizations to make an independent appraisal or evaluation. Accordingly, the offering price should not be considered to be indicative of the actual value of the securities offered hereby.

The initial amount invested in a SAFE is determined by the investor, and we do not guarantee that the SAFE will be converted into any particular number of **shares of Preferred Stock**. As discussed in Question 13, when we engage in an offering of equity interests involving **Preferred Stock**, Investors may receive a number of shares of **Preferred Stock** calculated as either (i) the total value of the Investor's investment, divided by the price of the **Preferred Stock** being issued to new Investors, or (ii) if the valuation for the company is more than the Valuation Cap, the amount invested divided by the quotient of (a) the Valuation Cap divided by (b) the total amount of the Company's capitalization at that time.

Because there will likely be no public market for our securities prior to an initial public offering or similar liquidity event, the price of the **Preferred Stock** that Investors will receive, and/or the total value of the Company's capitalization, will be determined by our **board of directors**. Among the factors we may consider in determining the price of **Preferred Stock** are prevailing market conditions, our financial information, market valuations of other companies that we believe to be comparable to us, estimates of our business potential, the present state of our development and other factors deemed relevant.

In the future, we will perform valuations of our **stock (including both common stock and Preferred Stock)** that take into account, as applicable, factors such as the following:

- unrelated third party valuations;
- the price at which we sell other securities in light of the relative rights, preferences and privileges of those securities;
- our results of operations, financial position and capital resources;
- current business conditions and projections;
- the marketability or lack thereof of the securities;
- the hiring of key personnel and the experience of our management;

- the hiring of key personnel and the experience of our management;
- the introduction of new products;
- the risk inherent in the development and expansion of our products;
- our stage of development and material risks related to our business;
- the likelihood of achieving a liquidity event, such as an initial public offering or a sale of our company given the prevailing market conditions and the nature and history of our business;
- industry trends and competitive environment;
- trends in consumer spending, including consumer confidence;
- overall economic indicators, including gross domestic product, employment, inflation and interest rates; and
- the general economic outlook.

We will analyze factors such as those described above using a combination of financial and market-based methodologies to determine our business enterprise value. For example, we may use methodologies that assume that businesses operating in the same industry will share similar characteristics and that the Company's value will correlate to those characteristics, and/or methodologies that compare transactions in similar securities issued by us that were conducted in the market.

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22. What are the risks to purchasers of the securities relating to minority ownership in the issuer?

An Investor in the Company will likely hold a minority position in the Company, and thus be limited as to its ability to control or influence the governance and operations of the Company.

The marketability and value of the Investor's interest in the Company will depend upon many factors outside the control of the Investor. The Company will be managed by its officers and be governed in accordance with the strategic direction and decision-making of its Board Of Directors, and the Investor will have no independent right to name or remove an officer or member of the Board Of Directors of the Company.

Following the Investor's investment in the Company, the Company may sell interests to additional investors, which will dilute the percentage interest of the Investor in the Company. The Investor may have the opportunity to increase its investment in the Company in such a transaction, but such opportunity cannot be assured.

The amount of additional financing needed by the Company, if any, will depend upon the maturity and objectives of the Company. The declining of an opportunity or the inability of the Investor to make a follow-on investment, or the lack of an opportunity to make such a follow-on investment, may result in substantial dilution of the Investor's interest in the Company.

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23. What are the risks to purchasers associated with corporate actions, including additional issuances of securities, issuer repurchases of securities, a sale of the issuer or of assets of the issuer or transactions with related parties?

Additional issuances of securities. Following the Investor's investment in the Company, the Company may sell interests to additional investors, which will dilute the percentage interest of the Investor in the Company. The Investor may have the opportunity to increase its investment in the Company in such a transaction, but such opportunity cannot be assured. The amount of additional financing needed by the Company, if any, will depend upon the maturity and objectives of the Company. The declining of an opportunity or the inability of the Investor to make a follow-on investment, or the lack of an opportunity to make such a follow-on investment, may result in substantial dilution of the Investor's interest in the Company.

Issuer repurchases of securities. The Company may have authority to repurchase its securities from shareholders, which may serve to decrease any liquidity in the market for such securities, decrease the percentage interests held by other similarly situated investors to the Investor, and create pressure on the Investor to sell its securities to the Company concurrently.

A sale of the issuer or of assets of the issuer. As a minority owner of the Company, the Investor will have limited or no ability to influence a potential sale of the Company or a substantial portion of its assets. Thus, the Investor will rely upon the executive management of the Company and the Board of Directors of the Company to manage the Company so as to maximize value for shareholders. Accordingly, the success of the Investor's investment in the Company will depend in large part upon the skill and expertise of the executive management of the Company and the Board of Directors of the Company. If the Board Of Directors of the Company authorizes a sale of all or a part of the Company, or a disposition of a substantial portion of the Company's assets, there can be no guarantee that the value received by the Investor, together with the fair market estimate of the value remaining in the Company, will be equal to or exceed the value of the Investor's initial investment in the Company.

Transactions with related parties. The Investor should be aware that there will be occasions when the Company may encounter potential conflicts of interest in its operations. On any issue involving conflicts of interest, the executive management and Board of Directors of the Company will be guided by their good faith judgement as to the Company's best interests. The Company may engage in transactions with affiliates, subsidiaries or other related parties, which may be on terms which are not arm's-length, but will be in all cases consistent with the duties of the management of the Company to its shareholders. By acquiring an interest in the Company, the Investor will be deemed to have acknowledged the existence of any such actual or potential conflicts of interest and to have waived any claim with respect to any liability arising from the existence of any such conflict of interest.

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24. Describe the material terms of any indebtedness of the issuer:

Loan
Amount: $150,000.00
Outstanding principal plus interest: $150,000.00 as of 11/17/2026
Interest rate: 0.0% per annum
Maturity date: 12/31/2030
0% interest. Forgiven if the project is completed by 12/31/2026, public-benefit requirements are met, and 9 jobs (3 existing + 6 new) are maintained for 8 consecutive quarters between 1/1/2027 and 12/31/2030; partial forgiveness of $25,000 per job. Any unforgiven balance is repayable with the term loan.

Loan
Amount: $100,000.00
Outstanding principal plus interest: $100,000.00 as of 11/17/2026
Interest rate: 0.0% per annum
Maturity date: 12/31/2030
0% interest. Contract executed 8/27/2025; funded 9/11/2025. Installments due each December 1, beginning the first December 1 after the Project Closeout Deadline (90 days after project completion; completion deadline 12/31/2026), i.e. December 1, 2027 at the latest. Maturity 12/31/2030 per Section 1 (Section 5.C states 120 days after 12/31/2031).

Loan
Amount: $175,000.00

Outstanding principal plus interest: $175,000.00 as of 11/17/2026
Interest rate: 26.7% per annum
Maturity date: 5/20/2027
Single repayment of $210,000 (1.20x) due 5/20/2027, or $201,250 (1.15x) if paid in full by 12/20/2026. No stated interest rate; the rate shown is the annualized equivalent of the 20% premium. Lender also received 35,000 common shares at funding.

Loan
Lender: Gayle Kozlowski
Amount: $9,264.00
Outstanding principal plus interest: $9,264.00 as of 11/17/2026
Interest rate: 4.0% per annum
4% interest; unsecured. Original lump-sum due date 7/1/2024; repaid flexibly since. Payments of $3,500 (11/19/2024) and $3,500 (10/2025). Principal outstanding is the balance including capitalized interest per the F&F amortization schedule as of 10/1/2026.

Related party
Name: Gayle Kozlowski
Relationship: In Law
Amount: $9,264.00

Convertible Note
Amount: $479,448.00
Outstanding principal plus interest: $479,448.00 as of 11/17/2026
Interest rate: 4.2% per annum
Maturity date: 4/26/2027
Issued Apr 2024–Feb 2025. Interest rates range from 0% to 8%: seven notes at 8% simple interest, one $211,000 note at 0% (rate shown is the weighted average; see detail tab for each note). Auto-convert to equity at 20–40% discount at first equity financing of $500K+; if none by maturity, convert to common stock. No cash repayment except on sale of the company.

INSTRUCTION TO QUESTION 24: name the creditor, amount owed, interest rate, maturity date, and any other material terms.

25. What other exempt offerings has the issuer conducted within the past three years?

Offering date	Exemption	Security type	Amount sold	Use of proceeds
4/2024	Regulation D	Convertible Note	$479,448	General operations

26. Was or is the issuer or any entities controlled by or under common control with the issuer a party to any transaction since the beginning of the issuer's last fiscal year, or any currently proposed transaction, where the amount involved exceeds five percent of the aggregate amount of capital raised by the issuer in reliance on Section 4(a)(6) of the Securities Act during the preceding 12- month period, including the amount the issuer seeks to raise in the current offering, in which any of the following persons had or is to have a direct or indirect material interest:

1. any director or officer of the issuer;
2. any person who is, as of the most recent practicable date, the beneficial owner of 20 percent or more of the issuer's outstanding voting equity securities, calculated on the basis of voting power;
3. if the issuer was incorporated or organized within the past three years, any promoter of the issuer;
4. or any immediate family member of any of the foregoing persons.

- [x] Yes
- [ ] No

For each transaction specify the person, relationship to issuer, nature of interest in transaction, and amount of interest.

Name: Gayle Kozlowski
Amount Invested: $9,264.00
Transaction type: Loan
Interest rate: 4.0% per annum
Outstanding: Yes
Relationship: In Law

FINANCIAL CONDITION OF THE ISSUER

27. Does the issuer have an operating history?

Yes

28. Describe the financial condition of the issuer, including, to the extent material, liquidity, capital resources and historical results of operations.

Management's Discussion and Analysis of Financial Condition and Results of Operations

Overview of the Business and Financial Condition

Revino Inc. is a Certified B Corp reviving the reusable glass bottle ecosystem for beverage producers in the Pacific Northwest. They provide standardized reusable bottles, washing services, and consulting to eliminate single-use packaging waste in the wine and beverage industry.

We are an early-stage company and have incurred operating losses and negative cash flows from operations since inception. We expect to continue to incur operating losses in the near term.

As of October 29, 2026, we had cash and cash equivalents of approximately $45,000.

Our ability to continue operations is dependent on managing our expenses and, if necessary, obtaining additional financing.

This discussion should be read in conjunction with the financial statements and related notes included in this offering statement.

Business and Operating Uncertainty

Our business operates in an environment subject to various risks, uncertainties, and changing conditions, which makes it difficult to

evaluate our business, financial condition, and prospects and may limit the comparability of our results of operations from period to period.

Financial Condition

As of July 31, 2026, our total assets were $502,384 and our current and non-current liabilities, as reflected in available financial statement fields, were $781,148.

Our financial statements reflect an early-stage company with limited operating history. Investors should not place undue reliance on historical financial information given the company's limited operating history and the likelihood that future results will differ from historical results.

Liquidity and Capital Resources

As of July 31, 2026, we had cash and cash equivalents of approximately $49,076.

Based on our current operations, we have a monthly net cash burn of approximately $6,000.

Our monthly net cash burn or profit may vary significantly from month to month due to the timing of receipts and expenditures and other short-term factors. As a result, period-to-period comparisons may not be meaningful.

Based on our current plan, we do not expect to have sufficient cash to fund operations for at least the next 12 months. The main drivers of our limited runway include:

- Buying inventory or other direct costs
- Loan, lease, or rent payments

To date, our operations have been funded through minimal cash resources and have not included any external financing.

Liquidity Assumptions

Our assessment of our liquidity and ability to fund operations is not a projection and is based on current assumptions regarding operating expenses, cash requirements, and capital needs. These assumptions may change, and actual results may differ materially due to changes in operating conditions, timing of receipts and payments, and other factors.

Dependence on Additional Financing

There can be no assurance that additional financing will be available on acceptable terms, or at all. If we are unable to raise additional capital when needed, we may be required to materially reduce or suspend operations.

Indebtedness and Capital Structure

As of the date of this offering statement, we had total outstanding indebtedness consisting of approximately $913,712 in aggregate principal obligations. The material terms of such indebtedness are described in Item 24 of this Form C.

(For the avoidance of doubt, SAFEs are not treated as indebtedness.)

During the past three years, we have conducted exempt offerings, resulting in the issuance of securities in aggregate amounts of approximately $479,448.

Known Trends, Events, and Uncertainties

Management is not currently aware of any known trends, events, or uncertainties that are reasonably likely to have a material adverse effect on our financial condition or results of operations over the next 12 months.

The absence of a discussion of any particular trend, event, or uncertainty should not be interpreted to mean that such matters do not exist; rather, it reflects management's judgment based on information currently available.

Changes Since the Date of the Financial Statements

There have been no material changes in our operations or financial condition since the date of the financial statements included in this offering.

Impact of This Offering

The proceeds from this offering are expected to be used to build America's first reusable glass bottle infrastructure. This Community Round runs alongside our broader financing and opens the raise to the community we're building it for. The timing and extent of our use of proceeds will depend on the amount of proceeds raised and future operating conditions. Additional detail regarding our planned use of proceeds is provided in Item 10 of this Form C.

There can be no assurance that the proceeds of this offering will be sufficient to fund our operations or achieve our business objectives.

Certain information relevant to understanding our financial condition and liquidity is presented elsewhere in this offering statement, including in the financial statements, related notes, and the sections describing indebtedness and prior financings.

Forward-Looking Statements

This discussion contains forward-looking statements that are based on management's current expectations and assumptions. Actual results may differ materially from those expressed or implied by these statements.

FINANCIAL INFORMATION

29. Include financial statements covering the two most recently completed fiscal years or the period(s) since inception, if shorter:

Refer to Appendix C, Financial Statements.

I, Keenan O'Hern, certify that:

(1) the financial statements of Revino Inc. included in this Form are true and complete in all material respects; and

(2) the tax return information of Revino Inc. included in this Form reflects accurately the information reported on the tax return for Revino Inc. filed for the most recently completed fiscal year.

Keenan O'Hern

Keenan O'Hern
President

STAKEHOLDER ELIGIBILITY

30. With respect to the issuer, any predecessor of the issuer, any affiliated issuer, any director, officer, general partner or managing member of the issuer, any beneficial owner of 20 percent or more of the issuer's outstanding voting equity securities, any promoter connected with the issuer in any capacity at the time of such sale, any person that has been or will be paid (directly or indirectly) remuneration for solicitation of purchasers in connection with such sale of securities, or any general partner, director, officer or managing member of any such solicitor, prior to May 16, 2016:

(1) Has any such person been convicted, within 10 years (or five years, in the case of issuers, their predecessors and affiliated issuers) before the filing of this offering statement, of any felony or misdemeanor:

i. in connection with the purchase or sale of any security? ☐ Yes ☑ No

ii. involving the making of any false filing with the Commission? ☐ Yes ☑ No

iii. arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser, funding portal or paid solicitor of purchasers of securities? ☐ Yes ☑ No

(2) Is any such person subject to any order, judgment or decree of any court of competent jurisdiction, entered within five years before the filing of the information required by Section 4A(b) of the Securities Act that, at the time of filing of this offering statement, restrains or enjoins such person from engaging or continuing to engage in any conduct or practice:

i. in connection with the purchase or sale of any security? ☐ Yes ☑ No

ii. involving the making of any false filing with the Commission? ☐ Yes ☑ No

iii. arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser, funding portal or paid solicitor of purchasers of securities? ☐ Yes ☑ No

(3) Is any such person subject to a final order of a state securities commission (or an agency or officer of a state performing like functions); a state authority that supervises or examines banks, savings associations or credit unions; a state insurance commission (or an agency or officer of a state performing like functions); an appropriate federal banking agency; the U.S. Commodity Futures Trading Commission; or the National Credit Union Administration that:

i. at the time of the filing of this offering statement bars the person from:

A. association with an entity regulated by such commission, authority, agency or officer? ☐ Yes ☑ No

B. engaging in the business of securities, insurance or banking? ☐ Yes ☑ No

C. engaging in savings association or credit union activities? ☐ Yes ☑ No

ii. constitutes a final order based on a violation of any law or regulation that prohibits fraudulent, manipulative or deceptive conduct and for which the order was entered within the 10-year period ending on the date of the filing of this offering statement? ☐ Yes ☑ No

(4) Is any such person subject to an order of the Commission entered pursuant to Section 15(b) or 15B(c) of the Exchange Act or Section 203(e) or (f) of the Investment Advisers Act of 1940 that, at the time of the filing of this offering statement:

i. suspends or revokes such person's registration as a broker, dealer, municipal securities dealer, investment adviser or funding portal? ☐ Yes ☑ No

ii. places limitations on the activities, functions or operations of such person? ☐ Yes ☑ No

iii. bars such person from being associated with any entity or from participating in the offering of any penny stock? ☐ Yes ☑ No

(5) Is any such person subject to any order of the Commission entered within five years before the filing of this offering statement that, at the time of the filing of this offering statement, orders the person to cease and desist from committing or causing a violation or future violation of:

i. any scienter-based anti-fraud provision of the federal securities laws, including without limitation Section 17(a)(1) of the Securities Act, Section 10(b) of the Exchange Act, Section 15(c)(1) of the Exchange Act and Section 206(1) of the Investment Advisers Act of 1940 or any other rule or regulation thereunder? ☐ Yes ☑ No

ii. Section 5 of the Securities Act? ☐ Yes ☑ No

(6) Is any such person suspended or expelled from membership in, or suspended or barred from association with a member of, a registered national securities exchange or a registered national or affiliated securities association for any act or omission to act constituting conduct inconsistent with just and equitable principles of trade? ☐ Yes ☑ No

(7) Has any such person filed (as a registrant or issuer), or was any such person or was any such person named as an underwriter in, any registration statement or Regulation A offering statement filed with the Commission that, within five years before the filing of this offering statement, was the subject of a refusal order, stop order, or order suspending the Regulation A exemption, or is any such person, at the time of such filing, the subject of an investigation or proceeding to determine whether a stop order or suspension order should be issued? ☐ Yes ☑ No

(8) Is any such person subject to a United States Postal Service false representation order entered within five years before the filing of the information required by Section 4A(b) of the Securities Act, or is any such person, at the time of filing of this offering statement, subject to a temporary restraining order or preliminary injunction with respect to conduct alleged by the United States Postal Service to constitute a scheme or device for obtaining money or property through the mail by means of false representations? ☐ Yes ☑ No

If you would have answered "Yes" to any of these questions had the conviction, order, judgment, decree, suspension, expulsion or bar occurred or been issued after May 16, 2016, then you are NOT eligible to rely on this exemption under Section 4(a)(6) of the Securities Act.

OTHER MATERIAL INFORMATION

31. In addition to the information expressly required to be included in this Form, include:

- (1) any other material information presented to investors; and

- (2) such further material information, if any, as may be necessary to make the required statements, in light of the circumstances under which they are made, not misleading.

The Lead Investor. As described above, each Investor that has entered into the Investor Agreement will grant a power of attorney to make voting decisions on behalf of that Investor to the Lead Investor (the "Proxy"). The Proxy is irrevocable unless and until a Successor Lead Investor takes the place of the Lead Investor, in which case, the Investor has a five (5) calendar day period to revoke the Proxy. Pursuant to the Proxy, the Lead Investor or his or her successor will make voting decisions and take any other actions in connection with the voting on Investors' behalf.

The Lead Investor is an individual that is chosen to act in the role of Lead Investor on behalf of Investors that have a Proxy in effect. The Lead Investor will be chosen by the Company and approved by Wefunder Inc. and the identity of the initial Lead Investor will be disclosed to Investors before Investors make a final investment decision to purchase the securities related to the Company.

The Lead Investor can quit at any time or can be removed by Wefunder Inc. for cause or pursuant to a vote of investors as detailed in the

Lead Investor Agreement. In the event the Lead Investor quits or is removed, the Company will choose a Successor Lead Investor who must be approved by Wefunder Inc. The identity of the Successor Lead Investor will be disclosed to Investors, and those that have a Proxy in effect can choose to either leave such Proxy in place or revoke such Proxy during a 5-day period beginning with notice of the replacement of the Lead Investor.

The Lead Investor will not receive any compensation for his or her services to the SPV. The Lead Investor may receive compensation if, in the future, Wefunder Advisors LLC forms a fund ("Fund") for accredited investors for the purpose of investing in a non-Regulation Crowdfunding offering of the Company. In such circumstances, the Lead Investor may act as a portfolio manager for that Fund (and as a supervised person of Wefunder Advisors) and may be compensated through that role.

Although the Lead Investor may act in multiple roles with respect to the Company's offerings and may potentially be compensated for some of its services, the Lead Investor's goal is to maximize the value of the Company and therefore maximize the value of securities issued by or related to the Company. As a result, the Lead Investor's interests should always be aligned with those of Investors. It is, however, possible that in some limited circumstances the Lead Investor's interests could diverge from the interests of Investors, as discussed in section 8 above.

Investors that wish to purchase securities related to the Company through Wefunder Portal must agree to give the Proxy described above to the Lead Investor, provided that if the Lead Investor is replaced, the Investor will have a 5-day period during which he or she may revoke the Proxy. If the Proxy is not revoked during this 5-day period, it will remain in effect.

Tax Filings. In order to complete necessary tax filings, the SPV is required to include information about each investor who holds an interest in the SPV, including each investor's taxpayer identification number ("TIN") (e.g., social security number or employer identification number). To the extent they have not already done so, each investor will be required to provide their TIN within the earlier of (i) two (2) years of making their investment or (ii) twenty (20) days prior to the date of any distribution from the SPV. If an investor does not provide their TIN within this time, the SPV reserves the right to withhold from any proceeds otherwise payable to the Investor an amount necessary for the SPV to satisfy its tax withholding obligations as well as the SPV's reasonable estimation of any penalties that may be charged by the IRS or other relevant authority as a result of the investor's failure to provide their TIN. If applicable, the Company may also be required to pay Wefunder certain fees for the preparation of tax filings. Such fees and the Company's obligation to deliver required tax documents are further specified in the related Tax Services Agreement ("TSA").

Investors should carefully review the terms of the SPV Subscription Agreement for additional information about tax filings.

Potential Dissolution of the SPV. The Company has agreed that it will pay an administrative fee and / or certain tax fees to Wefunder, in addition to delivering required tax information in the manner prescribed by the TSA, where applicable. Failure to pay such fees or provide Wefunder with required tax information could result in the dissolution of the SPV (an "SPV Dissolution Event"). Subsequent to an SPV Dissolution Event, the securities held by the SPV would be distributed directly and proportionally to the individual investors. This could create administrative complexities, as investors would need to manage the securities themselves rather than having them held and administered by the SPV. Additionally, the unplanned distribution of securities may not align with investors' intended investment strategy or asset allocation.

Upon an SPV Dissolution Event, the Investor hereby consents to and agrees to accept direct assignment of the SPV's rights and obligations under any investment agreements between the SPV and the Company that is located in the Form C or C/A offering materials. The Investor acknowledges they will be bound by all terms and conditions of such agreements as if they were an original party thereto.

ONGOING REPORTING

32. The issuer will file a report electronically with the Securities & Exchange Commission annually and post the report on its website, no later than:

120 days after the end of each fiscal year covered by the report.

33. Once posted, the annual report may be found on the issuer's website at:

https://revinobottles.com/invest

The issuer must continue to comply with the ongoing reporting requirements until:

1. the issuer is required to file reports under Exchange Act Sections 13(a) or 15(d);
2. the issuer has filed at least one annual report and has fewer than 300 holders of record;
3. the issuer has filed at least three annual reports and has total assets that do not exceed $10 million; or
4. the issuer or another party purchases or repurchases all of the securities issued pursuant to Section 4(a)(6), including any payment in full of debt securities or any complete redemption of redeemable securities; or the issuer liquidates or dissolves in accordance with state law.

APPENDICES

Appendix A: Business Description & Plan

Appendix B: Investor Contracts

- SPV Subscription Agreement - Early Bird
- Early Bird SAFE (Simple Agreement for Future Equity)
- SPV Subscription Agreement
- SAFE (Simple Agreement for Future Equity)

Appendix C: Financial Statements

- Financials 1

Appendix D: Director & Officer Work History

- Adam Rack
- Callie Edwards
- Keenan O'Hern

Appendix E: Supporting Documents

- Series Appendix — Revino II
- Series Appendix — Revino II (Early Bird)
- Wefunder SPV, LLC Agreement

Signatures

Intentional misstatements or omissions of facts constitute federal criminal violations. See 18 U.S.C. 1001.

The issuer certifies that it has established means to keep accurate records of the holders of the securities it would offer and sell through the intermediary's platform.

The following documents will be filed with the SEC:

Cover Page XML
Offering Statement (this page)
Appendix A: Business Description & Plan
Appendix B: Investor Contracts
- SPV Subscription Agreement - Early Bird
- Early Bird SAFE (Simple Agreement for Future Equity)
- SPV Subscription Agreement
- SAFE (Simple Agreement for Future Equity)

Appendix C: Financial Statements
- Financials 1

Appendix D: Director & Officer Work History
- Adam Rack
- Callie Edwards
- Keenan O'Hern

Appendix E: Supporting Documents
- Series Appendix — Revino II
- Series Appendix — Revino II (Early Bird)
- Wefunder SPV, LLC Agreement

Wefunder Portal will review the information you provide before we agree to submit a Form C to the SEC. Our review is designed to assess whether the information you have provided is complete and not inaccurate, misleading or otherwise fraudulent. Despite our review, the company submitting this Form C may be held responsible for all information provided through it, and for ensuring that the information it submits is not false or misleading in any material way and does not omit any information that would cause the information included to be false or misleading. By submitting your Form C to us, you acknowledge this. You also agree to provide any additional information or clarification we may request from you so that the Form C we submit on your behalf, in our reasonable, good faith review, does not contain incorrect information. Wefunder Portal will not submit a Form C that we believe, in our sole discretion, omits material information or contains false or misleading information. As a result, there is no guarantee that we will submit a Form C on your behalf.

Intentional misstatements or omissions of facts constitute federal criminal violations. See 18 U.S.C. 1001.

The issuer certifies that it has established means to keep accurate records of the holders of the securities it would offer and sell through the Form C.

Pursuant to the requirements of Sections 4(a)(6) and 4A of the Securities Act of 1933 and Regulation Crowdfunding (§ 227.100 et seq.), the issuer certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form C and has duly caused this Form to be signed on its behalf by the duly authorized undersigned.

I authorize Wefunder Portal to submit a Form C to the SEC based on the information I provided through this online form and my company's Wefunder profile.

As an authorized representative of the company, I appoint Wefunder Portal as the company's true and lawful representative and attorney-in-fact, in the company's name, place and stead to make, execute, sign, acknowledge, swear to and file a Form C, any future non-material Form C-A, any future Form C-U, and any future Form C-W on the company's behalf. This power of attorney is coupled with an interest and is irrevocable. The company hereby waives any and all defenses that may be available to contest, negate or disaffirm the actions of Wefunder Portal taken in good faith under or in reliance upon this power of attorney.

Before you click on the button below, please review the information you have provided carefully.

We strongly recommend you have your company's lawyer review the information as well. The company submitting this Form C is responsible for all information provided through it, and for ensuring that the information it submits is not false or misleading in any material way and does not omit any information that would cause the information included to be false or misleading.

☑ I verify the Form C is 100% accurate

☑ I agree to the Wefunder Listing Agreement

☑ I agree to the Investor Representative Proxy Agreement

☑ I agree to the Rule 3a-9 Undertakings Agreement

Pursuant to the requirements of Sections 4(a)(6) and 4A of the Securities Act of 1933 and Regulation Crowdfunding (§ 227.100 et seq.), the issuer certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form C and has duly caused this Form to be signed on its behalf by the duly authorized undersigned.

Revino Inc.

By

Keenan O'Hern

Co-Founder & CEO

Pursuant to the requirements of Sections 4(a)(6) and 4A of the Securities Act of 1933 and Regulation Crowdfunding (§ 227.100 et seq.), this Form C and Transfer Agent Agreement has been signed by the following persons in the capacities and on the dates indicated.

Keenan O'Hern

Co-Founder & CEO
11/17/2026

Adam Rack

Co-Founder & COO
11/17/2026

Callie Edwards

Co-Founder, Reuse Development Director
11/17/2026

The Form C must be signed by the issuer, its principal executive officer or officers, its principal financial officer, its controller or principal accounting officer and at least a majority of the board of directors or persons performing similar functions.